

# EXHIBIT 2

**KIRKLAND & ELLIS**  
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February 5, 2002

**VIA FACSIMILE**

Scott Baena, Bilzin Sumberg Dunn Baena Price & Axelrod LLP  
Peter Lockwood, Caplin & Drysdale  
Arlene Krieger, Ken Pasquale, Stroock & Stroock & Lavan LLP  
Thomas Mayer, Kramer Levin Naftalis & Frankel LLP

Re: In re W.R. Grace

Dear Counsel:

For your information, following please find a description of the documents W.R. Grace will be producing to the Committees relating to the fraudulent conveyance allegations in this case and our anticipated time frame:

I. Material to be produced

- All W.R. Grace internal documents from the Fresenius and Sealed Air transactions, except for irrelevant international documentation and internal tax analyses;
- All KPMG/ARPC internal documents from the asbestos analyses performed for W.R. Grace, 1995-1999, including CD-ROMs, except for some computer code ARPC views as proprietary;
- All Houlihan Lokey internal documents from the W.R. Grace solvency analysis that Houlihan Lokey undertook at the time of the Sealed Air transaction;
- All Stewart Economics internal documents from the analysis of W.R. Grace's insurance that Stewart Economics undertook at the time of the Fresenius transaction; and
- All Wachtell, Lipton, Rosen & Katz internal documents from the Fresenius and Sealed Air transactions, except for internal tax analyses.

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II. Timing and location of production

- W.R. Grace expects to be able to begin producing documents on a rolling basis beginning February 8, 2002;
- W.R. Grace expects to complete the production of documents by February 22, 2002;
- Documents will be made available for inspection and selection for copying at: W.R. Grace & Co., 5400 Broken Sound Blvd., N.W., Suite 300, Boca Raton, Florida. We expect to provide access to the facility during regular business hours, Monday-Fridays, but can be flexible depending on the needs of the Committee selected to prosecute this action. To arrange access to the facility, please contact me directly at 312-861-2460.

III. Key document subset

- In addition to providing access to the more than 50 boxes of documents in Boca Raton described above, Grace expects to copy and ship a key document subset of likely 3-8 boxes containing the following subset of material on the same rolling time frame described above:
- The KPMG/ARPC production, in full, including CD-ROMs;
- The Houlihan Lokey production, in full;
- The Stewart Economics production, in full;
- All W.R. Grace Board minutes relating to the transactions;
- All presentation materials for the Board relating to the transactions;
- W.R. Grace 10-Ks and 10-Qs, 1995-1998;
- The closing binders for both transactions;
- A small set of additional documents not otherwise included in the list above; and

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- An index to the remaining boxes in Boca Raton, to the extent such indices are readily available.

**IV. Reservation of rights**

- Although we are willing to ship a copy of the key document subset to each Committee, Grace believes that in accordance with the statements of Judge Fitzgerald only one Committee should be selected to prosecute this action. Accordingly, before reviewing this set, please bear in mind that Grace will object to any bills reflecting duplication of attorney efforts relating to the fraudulent transfer allegations.

Please do not hesitate to contact me with any additional questions.

Sincerely,



Michelle H. Browdy

MHB:mrs

cc: David M. Bernick, P.C.  
Tom Sobol, Lieff, Cabraser, Heimann & Bernstein  
David Rosenbloom, McDermott, Will & Emery  
Henry Wasserstein, Skadden, Arps, Slate, Meagher & Flom